

UNITED STATES BANKRUPTCY COURT Northern District of Texas		VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): ERG Intermediate Holdings, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Schedule 1 Attached		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 46-1372521		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): 333 Clay Street Suite 4400 Houston, TX <div style="text-align: right;">ZIP CODE 77002</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>	
County of Residence or of the Principal Place of Business: Harris County		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>	
Location of Principal Assets of Business Debtor (if different from street address above): See Schedule 1 Attached <div style="text-align: right;">ZIP CODE</div>			
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.			THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000			
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion			
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): ERG Intermediate Holdings, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:		Case Number:	
Location Where Filed:		Case Number:	
Date Filed:		Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor:		Case Number:	
District:		Relationship:	
Judge:		Judge:	
<div style="text-align: center;">Exhibit A</div> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<div style="text-align: center;">Exhibit B</div> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<div style="text-align: center;">Exhibit C</div> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<div style="text-align: center;">Exhibit D</div> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>			
<div style="text-align: center;">Information Regarding the Debtor - Venue</div> <p style="text-align: center;">(Check any applicable box.)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<div style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property</div> <p style="text-align: center;">(Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <div style="margin-left: 400px;"> _____ (Name of landlord that obtained judgment) </div> <div style="margin-left: 400px; margin-top: 20px;"> _____ (Address of landlord) </div> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

B1 (Official Form 1) (04/13)

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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): ERG Intermediate Holdings, LLC
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p>X _____ <i>Signature of Attorney*</i> Signature of Attorney for Debtor(s) <u>Thomas A. Howley</u> Printed Name of Attorney for Debtor(s) <u>JONES DAY</u> Firm Name <u>717 Texas Avenue #3300</u> <u>Houston, TX 77002-2712</u> Address <u>(832) 239-3939</u> Telephone Number <u>04/30/2015</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual <u>R. Kelly Plato</u> Printed Name of Authorized Individual <u>Chief Financial Officer</u> Title of Authorized Individual <u>04/30/2015</u> Date</p>	

SCHEDULE 1 TO VOLUNTARY PETITION
ERG INTERMEDIATE HOLDINGS, LLC

A. The debtor's estimated number of creditors, estimated assets and estimated liabilities are listed on a consolidated basis based upon the unaudited consolidated balance sheets of the Debtors (as defined below) as of December 31, 2014.

B. All Other Names Used by the Debtor in the last 8 years (including trade names):

None.

C. Locations of Principal Assets of Business of Debtors (on a consolidated basis):

Kern County, California;
Santa Barbara County, California;
Liberty County, Texas; and
Harris County, Texas

D. Pending Bankruptcy Cases Filed by Affiliates of the Debtor:

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

1. ERG Intermediate Holdings, LLC
2. ERG Resources, L.L.C.
3. West Cat Canyon, L.L.C.
4. ERG Interests, LLC
5. ERG Operating Company, LLC

**ACTION BY WRITTEN CONSENT OF THE
SOLE MANAGER OF ERG INTERMEDIATE HOLDINGS, LLC**

April 30, 2015

The undersigned, acting pursuant to the applicable statutory and other legal requirements for ERG Intermediate Holdings, LLC, a Texas limited liability company (the “Company”), is sole manager (the “Manager”) of and thereby constitutes all of the directors, members or applicable representatives (the “Requisite Group”) required by applicable law and the Company's organizational documents (the “Applicable Requirements”) to act for the Company, and the undersigned, acting in accordance with the authority contained in the Applicable Requirements, waiving all notice, does hereby consent to and adopt the resolutions set forth on Exhibit A attached hereto and authorizes the taking of actions specified therein without a meeting, by written consent (this “Written Consent”) by the Company, and all such authorizations of actions by the Company hereunder shall include actions taken by the Company on behalf of itself and (if applicable) as a shareholder, member, managing member, manager, general partner, trustee, beneficiary, other controlling or significant interest owner, or other type of representative whether similar to, or different from, the foregoing with the power, alone or together with other such representatives, to take action on behalf of, or to bind, another person.

[Signature page follows.]

IN WITNESS WHEREOF, the Manager has executed this Written Consent as of the date first indicated above.

ERG Intermediate Holdings, LLC,
A Texas limited liability company



Name: Scott Y. Wood
Title: Manager

Exhibit A

RESOLUTIONS ADOPTED BY THE SOLE MANAGER OF

ERG INTERMEDIATE HOLDINGS, LLC

WHEREAS, the Manager has evaluated the Company's alternatives in connection with a possible restructuring and has determined that the filing of a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") is in the best interests of the Company and its stakeholders;

WHEREAS, ERG Resources, L.L.C., a Texas limited liability company ("ERG") proposes to enter into that certain Senior Secured Superpriority Debtor-In-Possession Credit Agreement dated as of the date hereof (the "Credit Agreement," capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Credit Agreement) among ERG, certain lenders party thereto (the "Lenders") and CLMG Corp., as Administrative Agent (in such capacity, the "Administrative Agent"), to provide for a senior secured superpriority debtor-in-possession revolving credit facility (the "DIP Facility");

WHEREAS, in connection with the Credit Agreement, the Lenders require that the Company enter into (i) the Security Agreement (the "Security Agreement"), (ii) the Guaranty (the "Guaranty"), and (iii) each other Credit Document (as defined below) to which the Company is a party, all substantially in the forms presented to and reviewed by the Manager, pursuant to which it is proposed, among other things, that the Company guaranty the payment and performance obligations of ERG under the Credit Agreement and grant a security interest in substantially all of its assets or certain of its assets, as the case may be, to secure its obligations under such Credit Documents; and the Manager has determined that it is in the best interest of the Company, and it is necessary or convenient to the conduct, promotion, or attainment of the business of the Company, to guaranty such obligations, to grant such security interest and, to the extent applicable, to pledge such assets;

WHEREAS, the Credit Agreement, the Guaranty and all of the other agreements, certificates, documents, instruments and writings that the Manager or any officer of the Company shall deem necessary or advisable to consummate the Credit Agreement, including any amendments, amendments and restatements or other modifications to any of the foregoing, are collectively referred to as the Credit Documents (the "Credit Documents");

WHEREAS, in connection with the execution, delivery and performance by the Company of the Credit Documents to which it is a party, the Company may be required, or may deem it necessary or appropriate, to take such other actions, including, without limitation, the filing of UCC financing statements or amendments thereto, or other filings necessary to perfect or give notice of liens, the delivery of stock powers and stock or other equity certificates, the payment of fees, costs and expenses, the giving of notices, the designation of persons authorized to act, and other actions as may be necessary or appropriate to perform under any Credit Document to which it is a party (collectively, the "Related Actions");

Resolutions

AUTHORIZATION TO COMMENCE A BANKRUPTCY CASE

NOW, THEREFORE, BE IT:

RESOLVED, that the Manager has declared, and hereby does declare, that it is in the best interests of the Company and its stakeholders that the Company seek relief under the Bankruptcy Code; and be it

FURTHER RESOLVED, that the Company shall be, and it hereby is, authorized to (a) file a voluntary petition (the "Petition") for relief under Chapter 11 of the Bankruptcy Code (the "Chapter 11 Case"), in the United States Bankruptcy Court for the Northern District of Texas or such other court as any authorized officer of the Company shall determine to be appropriate (the "Bankruptcy Court"), (b) direct its appropriate subsidiaries to file chapter 11 petitions for relief under the Bankruptcy Code in the Bankruptcy Court and (c) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effectuate the purpose and intent of the foregoing; and be it

FURTHER RESOLVED, that the proper officers of the Company be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Company, to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such officer, in such person's discretion, deems necessary, desirable or appropriate to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver and verify any and all other documents necessary, desirable or appropriate in connection therewith and to administer the Company's Chapter 11 Case in such form or forms as any such officer may deem necessary or advisable and in order to effectuate the purpose and intent of the foregoing resolutions; and (d) engage any professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants or brokers as any such officer, in such person's discretion, deems necessary, desirable or appropriate to accomplish the purposes of these resolutions; that their authority to act under these resolutions shall be conclusively evidenced by their so acting; and that any and all such actions heretofore taken on behalf of the Company in such respects contemplated thereby are hereby ratified, approved and confirmed as the act and deed of the Company; and be it

FURTHER RESOLVED, that the engagement by the Company of (a) AP Services, LLC, (b) DLA Piper, LLP; (c) Epiq Bankruptcy Solutions, LLC and (d) Jones Day is hereby ratified, adopted and approved in all respects; and be it

FURTHER RESOLVED, that Jones Day, and any additional co-counsel or special or local counsel selected by the Company, shall be, and hereby are, authorized, empowered and

directed to represent the Company, as debtor and debtor in possession, in connection with any Chapter 11 case commenced by or against it under the Bankruptcy Code; and be it

FURTHER RESOLVED, that the retention by the Company of Rebecca A. Roof as Chief Restructuring Officer ("CRO"), and the Company's grant of full authority to the CRO to (i) direct the Acceptable Sale Process and (ii) direct or instruct the Company and its Subsidiaries to take or cause the actions necessary or appropriate to achieve the Milestones, are adopted and approved in all respects.

AUTHORIZATION TO ENTER INTO THE DIP FACILITY

NOW, THEREFORE, BE IT:

RESOLVED, that the Company be, and is hereby, authorized and directed to (a) execute and deliver, and to perform its obligations under, the Credit Documents to which it is a party and (b) take all Related Actions; and be it

FURTHER RESOLVED, that the proper officers of the Company be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Company, to negotiate the form, terms and provisions of, and to execute and deliver each of the Credit Documents to which the Company is a party, in the name of and on behalf of the Company, substantially as described above with such changes therein, additions thereto and deletions therefrom as such officer of the Company executing the same may in his, her or their sole and absolute discretion approve, such approval to be conclusively evidenced by his, her or their execution and delivery of any such Credit Document; and be it

FURTHER RESOLVED, that each Credit Document and all of the transactions contemplated thereby be, and each of them hereby is, authorized, ratified and approved in all respects on the terms determined by the officers and on such other terms and conditions included in the final forms of the agreements to be negotiated, executed and delivered in connection therewith; and the officers of the Company be, and each of them hereby is, authorized to execute and deliver the Credit Documents in the name of and on behalf of the Company and to perform the Company's obligations thereunder and to take all actions in accordance therewith that any of them may deem necessary or advisable to consummate the transactions contemplated thereby and the actions of such officers in negotiating the terms of, and in executing, the Credit Documents on behalf of the Company be, and they hereby are, ratified, confirmed, approved and adopted; and be it

FURTHER RESOLVED, that the Company be, and it hereby is, authorized and empowered to grant security interests in, and to pledge, mortgage or grant deeds of trust with respect to, its right, title and interest in and to its properties and assets and to guaranty certain payment and performance obligations of ERG, in each such case as contemplated by the Credit Documents and as any of the officers of the Company may deem necessary or advisable to carry out the terms, intents and purposes of any Credit Documents to which the Company is a party and/or the transactions contemplated thereby; and be it

FURTHER RESOLVED, that any officer of the Company be, and each of them hereby is, authorized and empowered to negotiate the form, terms and provisions of, and to execute and deliver for and in the name and on behalf of the Company, any and all security documents (including without limitation Uniform Commercial Code financing statements) and any other notices, certificates, instruments, documents, and writings and to do and perform or cause to be done and performed all such other acts as such officer shall from time to time deem necessary, advisable or appropriate in order (a) to consummate the transactions described in the Credit Documents, (b) to give or undertake security, assurances or obligations to the Lenders in connection therewith and/or (c) to perform and comply with all covenants and agreements and meet and satisfy all conditions and obligations of the Company set forth in the Credit Documents or any of the instruments, documents and agreements executed or delivered by the Company, including as may be required by the Credit Documents and any other documents requested by the Administrative Agent in order to effect the transactions contemplated by the Credit Agreement; and be it

FURTHER RESOLVED, that any officer of the Company be, and each of them hereby is, authorized to take Related Actions (or any Related Action) in the name of an on behalf of the Company and to perform the Company's obligations with respect thereto, and to take all actions in accordance therewith that any of them may deem necessary or advisable to effectuate such Related Actions, and the taking by such officer of Related Actions (or any Related Actions) and the actions of such officers in negotiating the terms of, and executing and delivering, any documents or agreements associated therewith on behalf of the Company be, and they hereby are, ratified, confirmed, approved and adopted; and be it

FURTHER RESOLVED, that any officers of the Company be, and each of them hereby is, authorized to execute and deliver any amendments, modifications, or supplements to, any reaffirmations of, and any waivers or consents under, any Credit Documents to which the Company is a party (including without limitation any extensions for any period, any increases and any restructuring, refinancing or rearrangement of obligations therewith) in the name and on behalf of the Company and to perform the Company's obligations under any such agreement (and any Credit Document as amended thereby), and to take all actions in accordance therewith that any of them may deem necessary or advisable to consummate the transactions contemplated thereby (and any such Credit Document as amended thereby), and the actions of such officer in negotiating the terms of, and in executing and delivering, any such agreement upon the terms set forth in the final form thereof be, and they hereby are, ratified, confirmed, approved and adopted; and be it

FURTHER RESOLVED, that, for any limited liability companies with the Company as member that are Guarantors, the Company be, and it hereby is, authorized and empowered to execute and deliver such consents, resolutions and authorizations approving the execution and delivery of the Credit Documents, and to execute and deliver any Credit Documents, as the Company may deem necessary or advisable to carry out the terms, intents and purposes of the Credit Documents, or as required by the Administrative Agent in order to effect the financing contemplated by the Credit Agreement.

GENERAL RESOLUTIONS

NOW, THEREFORE, BE IT:

RESOLVED, that R. Kelly Plato (the “Chief Financial Officer”) and any proper officer of the Company shall be, and each of them, hereby is, authorized, directed and empowered, in the name and on behalf of the Company, as debtor and debtor in possession, to negotiate, execute, deliver, and perform on behalf of, and take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, mortgages, notices and any and all other documents, and to pay all such fees, expenses and taxes, as any proper officer of the Company may deem necessary or appropriate to facilitate the transactions contemplated by the foregoing resolutions, as may be deemed necessary, desirable or appropriate; and be it

FURTHER RESOLVED, that immediately prior to the filing of the Chapter 11 Case (a) Scott Y. Wood shall be deemed to resign each of his positions as the Manager, the President and the Secretary of the Company and (b) R. Kelly Plato shall become the sole Manager of the Company; and be it

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the Chief Financial Officer or any officer of the Company or any professionals engaged by the Company in connection with the Chapter 11 Case or any proceedings related thereto, any matter related thereto or the DIP Facility, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and be it

FURTHER RESOLVED, that any and all actions and transactions by the Manager, the Chief Financial Officer or any officer for and on behalf and in the name of the Company with respect to any transactions contemplated by the foregoing resolutions before the adoption of the foregoing resolutions be, and they hereby are, ratified, authorized, approved, adopted and consented to in all respects for all purposes; and be it

FURTHER RESOLVED, that the Manager, Chief Financial Officer and any proper officer of the Company hereby are authorized and directed to certify and/or attest to these resolutions, certificate of incumbency and such other documents or instruments that the Manager or such proper officer may deem necessary or appropriate in connection with the foregoing matters; provided, however, that such certification and/or attestation shall not be required for any document, instrument or agreement to be valid and binding on the Company.

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
ERG Intermediate Holdings, LLC, <i>et al.</i> , ¹	§	Joint Administration Pending
	§	
Debtors.	§	Case No.:

**CONSOLIDATED LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS**

The debtor in this chapter 11 case and certain affiliated entities (collectively, the "Debtors") each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a consolidated list of the 20 largest unsecured creditors of the Debtors (the "Top 20 List") in lieu of a separate list for each Debtor. The Top 20 List is based on the Debtors' books and records as of approximately April, 28, 2015 and was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' chapter 11 cases. The Top 20 List does not include: (1) persons who come within the definition of "insider" set forth in 11 U.S.C. §101(31); or (2) secured creditors, unless the value of the collateral is known and the creditor's unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtors.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are ERG Intermediate Holdings, LLC (2521); ERG Resources, L.L.C. (0408); West Cat Canyon, L.L.C. (7377); ERG Interests, LLC (2081); and ERG Operating Company, LLC (7946). ERG Intermediate Holdings, LLC is the direct or indirect parent of each of its affiliated Debtors. The mailing address for each of the Debtors, with the exception of ERG Operating Company, LLC, is 333 Clay Street Suite 4400, Houston, TX 77002. The mailing address for ERG Operating Company, LLC is 4900 California Avenue Suite 300B, Bakersfield, CA 93309. The above addresses are listed solely for the purposes of notices and communications.

	Name of Creditor	Complete Mailing Address, and Employee, Agents, or Department Familiar with Claim	Nature of Claim (Trade Debt, bank loan, government contract, etc.)	Indicate if Claim is Contingent, Dispute, Unliquidated or subject to setoff	Amount of Claim	Fax #	Email
1	Chevron U.S.A., Inc.	9525 Camino Media Bakersfield, CA 93311 Attention: Rebecca Trujillo General Counsel's Office Attn: Bankruptcy Matters 6001 Bollinger Cyn Rd, BLDG T San Ramon, CA 94583 Attn: David Singer, Assistant Secretary 1400 Smith Street Houston, TX 77002	Royalty Agreement		3,820,204	805-546-6900 925-842-2846 866-741-5436	rtru@chevron.com arms@chevron.com
2	Pacific Petroleum California, Inc.	PO Box 2646 Orcutt, CA 93457	Trade Debt		2,171,453	805-925-1947	Ecantu@PacificPetroleumCAinc.com info@ppcinc.biz
3	M M I Services, Inc.	4042 Patton Way Bakersfield, CA 93308	Trade Debt		1,660,441	661-589-2080	Mel.McGowan@mmi-services.com
4	Construction Specialty Service, Inc.	4550 Buck Owens Blvd Bakersfield, CA 93308	Trade Debt		830,405	661-663-7077	sfenton@cssincorp.biz
5	Pat Phelan Construction	235 Phelan Ranch Way Arroyo Grande, CA 93420	Trade Debt		570,440	805-473-5918	patphelanconstruction@yahoo.com
6	West Coast Welding & Constr. Inc.	PO Box 1915 Ventura, CA 93002	Trade Debt		498,388	805-604-1566	kassandra@westcoastwelding.net
7	DLA Piper LLP (US)	1000 Louisiana Street, Suite 2800 Houston, TX 77002-5005	Trade Debt		405,412	713-300-6045	jack.langlois@dlapiper.com
8	Hollister & Brace, PC	Attorneys at Law PO Box 630 Santa Barbara, CA 93101	Trade Debt		349,353	805-688-3587	hblaw@hbsb.com
9	SCS Engineers	3900 Kilroy Airport Way Suite 100 Long Beach, CA 90806	Trade Debt		344,609	760-744-8616	service@scsengineers.com
10	Central Coast Piping Products	801 Maulhardt Ave Oxnard, CA 93030	Trade Debt		337,859	805-485-7881	kevin@justpipe.com
11	Speed's Oil Tool Service Inc	P O Box 276 Santa Maria, CA 93456-0276	Trade Debt		284,778	805 925-3274	cheryl@speedoil.com
12	P C Mechanical Inc	2803 Industrial Parkway Santa Maria, CA 93455	Trade Debt		279,587	805-925-6168	lparker@pcmechanical.com
13	Quinn Pumps CA, Inc	PO Box 31001-1392 Pasadena, CA 91110-1392	Trade Debt		226,339	432-687-2997	wmortensen@quinnpumps.com
14	Dowden Electrical Service	509 Hilltop Court Taft, CA 932608	Trade Debt		224,258		dowdenelectrical@gmail.com Jdowden04@yahoo.com
15	Macquarie Group	125 West 55th Street Attn: General Counsel New York, NY 10019	Trade Debt		221,690	312-756-3810	mick.solimene@macquarie.com
16	Driltek Inc	901 Tower Way Suite 102 Bakersfield, CA 93309	Trade Debt		208,589	661-327-4150	drilltec@drilltec.com.
17	Pacific Gas & Electric	C/O BANKRUPTCY DEPARTMENT PO BOX 8329 Stockton, CA 95208	Trade Debt		171,683	1-415-973-8719	prh5@pge.com
18	Electrical Solutions Corp	2368 Eastman Ave Suite 13 Ventura, CA 93003	Trade Debt		125,240	805-658-0868	esc@escventura.com
19	Simpson Thacher & Bartlett LLP	2 Houston Center – Suite 1475 909 Fannin Street Houston, Texas 77010	Trade Debt		119,150	1-713-821-5602	rrabalais@stblaw.com
20	Engel & Gray Inc	745 West Betteravia Rd P O Box 5020 Santa Maria, CA 93456-5020	Trade Debt		104,201	805-925-8023	Sales@engelandgray.com


UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:	§	Chapter 11
	§	
ERG Intermediate Holdings, LLC, <i>et al.</i> , ¹	§	Joint Administration Pending
	§	
Debtors.	§	Case No.:

**DECLARATION REGARDING CONSOLIDATED LIST OF
CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

I, R. Kelly Plato, Chief Financial Officer of ERG Resources, L.L.C., declare under penalty of perjury that I have reviewed the foregoing "Consolidated List of Creditors Holding 20 Largest Unsecured Claims" and that it is true and correct to the best of my knowledge, information and belief.

Date: April 30, 2015

Signature: 

R. Kelly Plato
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

¹

The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are ERG Intermediate Holdings, LLC (2521); ERG Resources, L.L.C. (0408); West Cat Canyon, L.L.C. (7377); ERG Interests, LLC (2081); and ERG Operating Company, LLC (7946). ERG Intermediate Holdings, LLC is the direct or indirect parent of each of its affiliated Debtors. The mailing address for each of the Debtors, with the exception of ERG Operating Company, LLC, is 333 Clay Street Suite 4400, Houston, TX 77002. The mailing address for ERG Operating Company, LLC is 4900 California Avenue Suite 300B, Bakersfield, CA 93309. The above addresses are listed solely for the purposes of notices and communications.

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
ERG Intermediate Holdings, LLC, <i>et al.</i> , ¹	§	Joint Administration Pending
	§	
Debtors.	§	Case No.:

DECLARATION CONCERNING CONSOLIDATED MASTER CREDITOR LIST

I, R. Kelly Plato, Chief Financial Officer of ERG Resources, L.L.C., declare under penalty of perjury that I have reviewed the master creditors list, electronically filed contemporaneously herewith, and that as best as could be ascertained after diligent inquiry, it is a full and complete list of all creditors and parties with whom the Debtors conduct business, including their mailing addresses (the "Master Creditors List"). The Debtors will update the Master Creditors List as more information becomes available.

The information contained herein is based upon a review of the Debtors' books and records. However, no comprehensive legal or factual investigation with regard to possible defenses to any claims set forth in this document have been completed. Therefore, this listing does not and should not be deemed to constitute: (1) a waiver of any defense to any below-listed claim; (2) an acknowledgement of the allowability of any below-listed claim; or (3) a waiver of any other right or legal position of the Debtors.

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¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are ERG Intermediate Holdings, LLC (2521); ERG Resources, L.L.C. (0408); West Cat Canyon, L.L.C. (7377); ERG Interests, LLC (2081); and ERG Operating Company, LLC (7946). ERG Intermediate Holdings, LLC is the direct or indirect parent of each of its affiliated Debtors. The mailing address for each of the Debtors, with the exception of ERG Operating Company, LLC, is 333 Clay Street Suite 4400, Houston, TX 77002. The mailing address for ERG Operating Company, LLC is 4900 California Avenue Suite 300B, Bakersfield, CA 93309. The above addresses are listed solely for the purposes of notices and communications.

A QUALITY AUTO BODY
5965 DALEY STREET
GOLETA, CA 93117

A&G MANAGEMENT SERVICES
11360 FORTUNE CIRCLE STE E-6A
WELLINGTON, FL 33414

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6138 INWOOD DR.
HOUSTON, TX 77057-3500

A. V. SCOTT INVESTMENTS LTD
720 ASHLEY PL
MURPHY, TX 75094

A. W. DUGAN
1415 LOUISIANA, STE., 3100
HOUSTON, TX 77002

A2D TECHNOLOGIES INC
P.O. BOX 203086
DALLAS, TX 75320-3086

AAPL
P.O. BOX 225395
DALLAS, TX 75222

AARON RICE ELECTRIC
ATTN: AARON RICE
4807 KARNES RD
SANTA MARIA, CA 93455

AATECH INC
P.O. BOX 366
FONTANA, CA 92334

ABEL DESIGN GROUP, LTD.
777 POST OAK, SUITE 350
HOUSTON, TX 77056

ACCELERATED ENVIRONMENTAL
SERVICES, INC.
P.O. BOX 398
TAFT, CA 93268

ACCORD DESIGN GROUP
2370 SKYWAY DRIVE
SUITE 101
SANTA MARIA, CA 93455

ACCONTEMPS
333 CLAY STREET STE 4850
HOUSTON, TX 77002

ACE PUMP INC
848A WEST CENTURY ST
SANTA MARIA, CA 93455

ACE USA
TWO RIVERWAY
SUITE 900
HOUSTON, TX 77056

ACQUISTAPACE FARMS INC
1635 N. BLOSSER RD
SANTA MARIA, CA 93458

ACS PREMIER INC
3070 SKYWAY DRIVE
SUITE 501
SANTA MARIA, CA 93455

ACT-1 PERSONNEL SERVICES, INC
P.O. BOX 29048
GLENDALE, CA 91209-9048

ACTION PRODUCTION SERVICES, LLC
P.O. BOX 816
HARDIN, TX 77561

ADA CATHERINE CONE
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JACKSONVILLE, FL 32224

ADAM SIMMONS
P.O. BOX 91
GOLETA, CA 93116

ADOLPH BURL CONE
P.O. BOX 50277
JACKSONVILLE BEACH, FL 32240-0277

ADOLPH O. SUSHOLTZ
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AUSTIN, TX 78759-8978

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PHILADELPHIA, PA 19170-0367

ADVANCED INDUSTRIAL SERVICES
34933 IMPERIAL AVE.
BAKERSFIELD, CA 93308

ADVANTAGE ANSWERING PLUS
3421 EMPRESA SUITE C
SAN LUIS OBISPO, CA 93401-7364

ADVANTAGE LAND RESOURCES INC
ATTN: SAL MICELI
110 BITTERNUT LN
LAFAYETTE, LA 70507

AECOM TECHNICAL SERVICES, INC.
1178 PAYSPIRE CIRCLE
CHICAGO, IL 60674

AERA - HONGKONG
ERG RESOURCES, L.L.C.
333 CLAY ST., STE. 4400
HOUSTON, TX 77002

AERA ENERGY
ATTN: LYNNE J. CARRITHERS
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BAKERSFIELD, CA 93311-1302

AEROS ENVIRONMENTAL INC
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BAKERSFIELD, CA 93308

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P.O. BOX 198531
ATLANTA, GA 30384-8531

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6245 E. DIABLO SUNRISE ROAD
TUCSON, AZ 85756

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AIMWELL, LLC
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ALISON H. BARABAN
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ALL AROUND LANDSCAPE SUPPLY
SCHAFF HOLDINGS INC
P.O. BOX 780
CARPINTERIA, CA 93014-0780

ALL WAYS CLEAN, INC
P.O. BOX462
MORRO BAY, CA 93443

ALLAN HANCOCK COLLEGE FOUNDATION
800 S COLLEGE DR
SANTA MARIA, CA 93454

ALLEE, MELINDA D
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ALLEN D CUMMINGS
P.O. BOX 701731
SAN ANTONIO, TX 78270-1731

ALLIANT MEDIA GROUP INC
219 W CARRILLO STREET
SANTA BARBARA, CA 93101

ALLY
P.O. BOX 9001948
LOUISVILLE, KY 40290-1948

ALVAREZ & MARSAL NORTH AMERICA LLC
ATTN: LIZ CARRINGTON
600 MADISON AVE 6TH FLOOR
NEW YORK, NY 10022

AMBIUS LLC (15)
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READING, PA 19612-4086

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DALLAS, TX 75240

AMERICAN INDUSTRIAL SUPPLY INC
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SANTA MARIA, CA 93455

AMERICAN REFRACTORY SVC., INC.
ATTN: PAM DOUGHERTY
540 BUTTE STREET
BAKERSFIELD, CA 93305

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912 W BETTERIA ROAD
SANTA MARIA, CA 93455

AMERIGAS - SANTA MARIA
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PASADENA, CA 91109-7155

AMERIGAS - SANTA MARIA
P.O. BOX 7174
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AMY JANE PHILLIPS
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GRANBURY, TX 76049

ANALY HOME INDUSTRIES INC.
DBA ADVANCED INSTRUMENTS INC.
2855 METROPOLITAN PLACE
POMONA, CA 91767

ANDERSON, MARSHALL W
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13576 FOX TRAIL
LOXAHATCHEE, FL 33470

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3905 STATE STREET, #7-115
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ANN MCLANAHAN
HC 64 BOX 2104
CASTLE VALLEY, UT 84532-9602

ANTONIO GONZALES
P.O. BOX 370
BROOKSHIRE, TX 77423-0370

A-OK MOWER SHOP INC
14 N MILPAS STREET
SANTA BARBARA, CA 93103

APEX AUTO GLASS, INC.
1020 W. BETTERAVIA RD., #A
SANTA MARIA, CA 93455

APPLETON & ASSOCIATES INC
1556 17TH STREET
SANTA MONICA, CA 90404

APPRIVER
1101 GULF BREEZE PARKWAY STE 200
GULF BREEZE, FL 32561

APT AMERICAN PIPE & TUBING
ATTN: RUSS ELROD
P.O. BOX 2124
BAKERSFIELD, CA 93303

AQUA-FLO SUPPLY
30 S LA PATERA LANE #10
GOLETA, CA 93117

ARBOR RIDGE APARTMENTS
330 EAST ENOS DR.
SANTA MARIA, CA 93454

ARKOMA PRODUCTION CO OF TX
5950 BIRKSHIRE LN STE 1400
DALLAS, TX 75225

ARROWHEAD DIRECT
P.O. BOX 856158
LOUISVILLE, KY 40285-6158

ARTHUR WILLIAM TUNELL
1951 SUNDANCE LANE
COSTA MESA, CA 92627

ARTS & LECTURES
ATTN: JULIE ASKEW
UC SANTA BARBARA
SANTA BARBARA, CA 93106-5030

ARTURO GARCIA
P.O. BOX 390182
ANZA, CA 92539-0782

ASAP MOVERS, INC.
785 HIGH STREET
SAN LUIS OBISPO, CA 93401

ASHWORTH LEININGER GROUP
601 EAST DAILY DRIVE
CAMARILLO, CA 93010

ASPECT ENGINEERING GROUP
9711 HOLLAND ST
BAKERSFIELD, CA 93312

ASPEN APPRAISAL GROUP LLC
C/O RITA THOELE
733 CENTAURI COURT
GRAND JUNCTION, CO 81506

ASPEN SURVEY ENGINEERS INC
210 S GALENA STREET STE22
ASPEN, CO 81611

ASSOCIATED TRANSPORTATION ENGINEERS
100 N. HOPE AVENUE, #4
SANTA BARBARA, CA 93110

ATLANTIC FILTER CORPORATION
ATTN: PATTY
3112 45TH STREET
WEST PALM BEACH, FL 33407-1955

ATLAS PERFORMANCE IND INC
P.O. BOX 5754
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ATS IRRIGATION INC
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BRENHAM, TX 77834

AUBRY, JONATHAN L
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IRVINE, CA 92606

AVID1
600 N SHEPHERD
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AWSI, INC.
17542 E. 17TH ST., #330
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AYERS, ALLEN T
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B & J VACUUM TANK SERVICE INC
P.O. BOX 400
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B & L EQUIPMENT RENTAL INC
P.O. BOX 22260
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B E CONWAY ENERGY INC
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ORCUTT, CA 93457-2050

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12645 WEST AIRPORT BLVD.
SUGAR LAND, TX 77478

BAKER HUGHES BUSINESS SUPPORT
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DALLAS, TX 75303-1057

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FELLOW, CA 93224

BAKERSFIELD PIPE & SUPPLY
P.O. BOX 60006
LOS ANGELES, CA 90060-0006

BAKERSFIELD PIPE AND SUPPLY INC
2903 PATTON WAY
BAKERSFIELD, CA 93308

BALDWIN PROPERTIES PARTNERSHIP
C/O: NORTHERN TRUST N.A., AGENT
P.O. BOX 226270
DALLAS, TX 75222-6270

BANK OF AMERICA
ATTN: BANKRUPTCY DEPT
P.O. BOX 45224
FL9-600-02-26
JACKSONVILLE, FL 32232-5224

BARBARA B GREEN TRUSTEE
GREENFAMILYIRREVTRST&WIFE'S TRST
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CARLSBAD, CA 92009

BARBARA B. GREEN, CO-TRUSTEE
THE GREEN FAM. IRREV TRUST &
THE WIFE'S TRST
7831 RUSH ROSE DRIVE, #219
CARLSBAD, CA 92009

BARBARA JORDAN MEYERS
2707 GATLIN CREEK ROAD
DRIPPING SPRINGS, TX 78620

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ADDRESS REDACTED

BARC INDUSTRIES, INC.
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5210 INDIAN SHORES LANE
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P.O. BOX 1594
DES MOINES, IA 50306-1594

BERTA NELL WILBORN SMEAL
P.O. BOX 610
ANAHUAC, TX 77514-0610

BETTERAVIA FARMS LLC
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CONROE, TX 77302-7652

BETTY WALDEN
619 KINGS MOUNTAIN DRIVE
LONGVIEW, TX 75601

BILLYE EUGENA FRERICKS
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CONROE, TX 77302-7652

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BLACKRIDGE REEF OPERATING, LLC
301 EAST MAIN STREET
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BLACKRIDGE RESOURCE PARTNERS LLC
301 EAST MAIN STREET STE 700
LEXINGTON, KY 40507

BLACKSTONE MINERALS
P. O. BOX 301267
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4949 FOXEN CANYON ROAD
SANTA MARIA, CA 93454

BLU302 INC
4635 WINDWARD COVE LANE
WELLINGTON, FL 33449

BLUE SHIELD OF CALIFORNIA
P.O. BOX 749415
LOS ANGELES, CA 90074-9415

BLUEGRASS
C/O MARQUIS EQUINE ADMINSTRATI
984 COLLEGE ROAD
PARIS, KY 40361

BLUEPRINT SERVICE CO INC
1100 18TH STREET
BAKERSFIELD, CA 93301

BMI-PACWEST, INC.
1115 S. BLACKSTONE ST.
TULARE, CA 93274

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SACRAMENTO, CA 94279-7072

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1131 N THOMPSON AVE
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BOB'S JUNGLE
P.O. BOX 9275
BAKERSFIELD, CA 93389-9275

BOB'S RUBBER STAMPS, INC
110 NORTH CONCEPCION AVE
SANTA MARIA, CA 93454-4620

BONETTI ALL
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WALLER, TX 77484

BONNIE LUNDBERG
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LOXAHATCHEE, FL 33470

BOTTOMS, CHRISTOPHER W
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SANTA MARIA, CA 93458

BP ENERGY COMPANY
CONTRACT SERVICES
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HOUSTON, TX 77079

BRAD MODLIN
15420 AZALEA SPRING CT.
BAKERSFIELD, CA 93314

BRADFORD BENDER JONES, TRUST
BRADFORD D. JONES EXEMPT LIFETIME
TRUST
36 S. LANCASTER RD.
SAVANAH, GA 31410

BRADLEY COMPANY
1060 WITTE RD
HOUSTON, TX 77055

BRADLEY COMPANY
9119 HIGHWAY 6 SOUTH
SUITE 230 #101
MISSOURI CITY, TX 77459

BREAST CANCER RESOURCE CTR
OF SANTA BARBARA
525 W JUNIPERO STREET
SANTA BARBARA, CA 93105

BRIAN BOILER WORKS COMPANY
P.O. BOX 3223
SAN LUIS OBISPO, CA 93405

BRIAN GREGORY MITCHELL
5911 BEAUMONT AVENUE
LA JOLLA, CA 92037

BRIGHT HOUSE NETWORKS
5000 CAMPUSWOOD DRIVE, SUITE 1
EAST SYRACUSE, NY 13057

BRIGHT HOUSE NETWORKS
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PASADENA, CA 91109-7174

BRONTE REYNOLDS
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BRUCE MCCONNELL
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BRUCE OGDEN
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BUMGARDNER, DUSTIN M
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BURRITO LOCO
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#A
NEW YORK, NY 10014

BYARS OILFIELD SERVICES
DEBRA E. BYARS DBA
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BATSON, TX 77519

BYRUM, KATHERINE E.
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C & L VACUUM SERVICE, LLC
P.O. BOX 428
DAISETTA, TX 77533-0428

C D LYON CONSTRUCTION
P.O. BOX 1456
VENTURA, CA 93002-1456

C D S WIRELINE SERVICE
P.O. BOX 1713
LIBERTY, TX 77575-1713

C T CORPORATION SYSTEM
P.O. BOX 4349
CAROL STREAM, IL 60197-4349

C W HENDERSON ELECTRIC INC
P.O. BOX 91051
HOUSTON, TX 77291-1051

C.D. LYON CONSTRUCTION, INC
P.O. BOX 1456
VENTURA, CA 93002-1456

CA ROYALTY SUSPENSE CODE
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BAYTOWN, TX 77520

CADE HUIE
C/O: THE VALLEY BANK, #53-526-5
EL PASO, TX 79926

CAL COAST ACIDIZING
SERVICE, INC
ATTN: NICOLE
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DRILTEK INC
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MOBILE REEL GRINDER
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SUITE D
SANTA BARBARA, CA 93101

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SANTA BARBARA CTY COALITION AGAINST
OIL & GAS SHUTDOWN INITIATIVE
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WEST PALM BEACH, FL 33406

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P.O. BOX 195
PLUM CREEK RD.
SEALY, TX 77474

RUTHANNE TOMPKINS
2401 PROFESSIONAL PARKWAY
SANTA MARIA, CA 93455

RUTHANNE TOMPKINS
5560 BLACK RD
CASMALIA, CA 93429

S B COUNTY SHERIFF'S DEPARTMENT
4434 CALLE REAL
SANTA BARBARA, CA 93110

S R HOGUE & COMPANY
525 SANYSIDRO ROAD
MONTECITO, CA 93108

SAFETY TEK INDUSTRIES, INC.
3510 ALLEN ROAD, #101
BAKERSFIELD, CA 93314

SAGE INSTITUTE INC
1065 HIGUERA STREET, #301
SAN LUIS OBISPO, CA 93401

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SAMSON EXPLORATION LLC
SAMSON PLAZA
TWO WEST SECOND STREET
TULSA, OK 74103-3103

SAMUEL DENIUS ESTATE
FRANK M. DENIUS, INDPT. EXEC.
3500 JEFFERSON ST., STE. 315
AUSTIN, TX 78731-6223

SAMUEL K. SCHWARTZ
279 VIA LERIDA
GREENBRAE, CA 94904

SAN BERNARD ELECTRIC CO-OP
P.O. BOX 1208
BELLVILLE, TX 77418-1208

SAN JOAQUIN BIT SERVICE, INC
P.O. BOX 40186
BAKERSFIELD, CA 93384

SANTA BARBARA COUNTY
CATTLEMENS ASSOCIATION
P.O. BOX 303
LOS ALAMOS, CA 93440

SANTA BARBARA COUNTY
TAXPAYERS ASSOCIATION
SANTA BARBARA, CA 93121

SANTA BARBARA COUNTY AIR
POLLUTION CONTROL DISTRICT
260 N. SAN ANTONIO ROAD, SUITE A
SANTA BARBARA, CA 93110

SANTA BARBARA COUNTY CLERK
511 E LAKESIDE PARKWAY
SANTA MARIA, CA 93455

SANTA BARBARA COUNTY FAIR
JOE BRENGLE
937 SOUTH THORNBURG
SANTA MARIA, CA 93458

SANTA BARBARA COUNTY FARM BUREAU
P.O. BOX 1846
BUELLTON, CA 93427

SANTA BARBARA COUNTY FIRE DEPT
ATTN: FINANCE
4410 CATHEDRAL OAKS ROAD
SANTA BARBARA, CA 93110

SANTA BARBARA COUNTY PLANNING
AND DEVELOPMENT
624 W FOSTER ROAD, SUITE C
SANTA MARIA, CA 93455

SANTA BARBARA EDUCATION FOUNDATION
1330 STATE STREET
SUITE 201
SANTA BARBARA, CA 93101

SANTA BARBARA FIRE DEPT
4410 CATHEDRAL OAKS ROAD
SANTA BARBARA, CA 93110

SANTA BARBARA FOUNDATION
1111 CHAPALA STREET
SUITE 200
SANTA BARBARA, CA 93101

SANTA BARBARA MARIACHI FESTIVAL, INC
P.O. BOX 153
SANTA BARBARA, CA 93102

SANTA BARBARA MUSEUM
OF NATURAL HISTORY
2559 PUESTA DEL SOL
SANTA BARBARA, CA 93105

SANTA BARBARA PETROLEUM UNIT
624 WEST FOSTER ROAD, #B
SANTA MARIA, CA 93455

SANTA BARBARA SAND & TOP SOIL
P.O. BOX 4824
SANTA BARBARA, CA 93140-4824

SANTA BARBARA STONE & MASONRY
27 NORTH NOPAL ST
SANTA BARBARA, CA 93103

SANTA BARBARA TECHNOLOGY &
INDUSTRY ASSOCIATION
P.O. BOX 21621
SANTA BARBARA, CA 93121

SANTA MARIA DEVELOPMENT PARTNERS
LLC
MONTIAVO BRADLEY SQ. LEASING OFFICE
2460 SO. RUBEL WAY
SANTA MARIA, CA 93455

SANTA MARIA DIESEL SERVICE INC
365 WEST BETTEREAVIA ROAD
SANTA MARIA, CA 93455

SANTA MARIA DRYWALL, INC.
1436 MARILYN WAY
SANTA MARIA, CA 93454

SANTA MARIA FORD
P.O. BOX 1188
SANTA MARIA, CA 93456

SANTA MARIA HUMANE SOCIETY
1687 W STOWELL RD
SANTA MARIA, CA 93458

SANTA MARIA TOOL, INC
P.O. BOX 981
SANTA MARIA, CA 93456-0981

SANTA MARIA VALLEY DISCOVERY MUSEUM
705 S. MCCLELLAND STREET
SANTA MARIA, CA 93454-5122

SANTA YNEZ VALLEY PEOPLE
HELPING PEOPLE
P.O. BOX 1478
SOLVANG, CA 93464

SAPHRONIA F. PITTS
P.O. BOX 111
HUMBLE, TX 77338

SAR CONSTRUCTION
5142 HOLLISTER AVE #104
SANTA BARBARA, CA 93111

SARA W. HAYNES
4000 PERDUE, #106
HOUSTON, TX 77005

SARAH GRANBERRY ROONEY 2005 TRUST
SARAH GRANBERRY ROONEY, TTEE
9709 BORDEAUX LN.
AUSTIN, TX 78750-3312

SAUL CORTEZ LANDSCAPE DESIGN INC
278 PEBBLE BEACH DR
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SAUL RAMOS MARTINEZ
P.O. BOX 1566
LOXAHATCHEE, FL 33470-1566

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123 EAST ANAPAMU STREET
SANTA BARBARA, CA 93101

SBPC
3375 FOOTHILL ROAD #1200
CARPINTERIA, CA 93013

SBTIA
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SANTA BARBARA, CA 93121

SC FIELD TECHNICAL SERVICES
3744 INDUSTRY AVE., #402
LAKEWOOD, CA 90712

SCEC
C/O MEG, INC.
2 PARK PLAZA, SUITE 1120
IRVINE, CA 92614

SCHLUMBERGER
LOCK BOX 201992
HOUSTON, TX 77216-1992

SCIENTIFIC DRILLING INC.
16701 GREENSPPOINT PARK DR #200
HOUSTON, TX 77060

SCIENTIFIC DRILLING INC.
P.O. BOX 301036
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SCOTT AARON GARRETT
5116 COMMANDER COURT
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79434 CALLE PROSPERO
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SCOTT CUMMINGS
DBA MONTECITO CHIMNEY SERVICE
518 WEST VALERIO ST
SANTA BARBARA, CA 93101

SCOTT OILFIELD SERVICE INC.
P.O. BOX 10239
BAKERSFIELD, CA 93389

SCOTT SAFETY, INC.
DEPT CH10475
PALATINE, IL 60055-0475

SCS ENGINEERS
3900 KILROY AIRPORT WAY
SUITE 100
LONG BEACH, CA 90806-6816

SCS ENGINEERS
3900 KILROY AIRPORT WAYSUITE 100
LONG BEACH, CA 90806

SCS TRACER ENVIRONMENTAL
970 LOS VALLECITOS BLVD
SUITE 100
SAN MARCUS, CA 92069

SEALY CONCRETE INC
4460 NE I-10 FRONTAGE RD
SEALY, TX 77474

SEARLES VALLEY MINERALS INC.
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OVERLAND PARK, KS 66210

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TENTH FLOOR
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SHORES-SENTRY, LLC
ATTN: PATTI BIRK
714 ENTERPRISE DRIVE
EDMOND, OK 73013

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HICKSVILLE, NY 11802-5524

SIGNATURE PARKING
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SUITE #311
MONTECITO, CA 93108

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SILVERADO OIL & GAS LLC
PENCE PETROLEUM
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TULSA, OK 74152

SILVERADO OIL & GAS LLP
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HOUSTON, TX 77010

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1404 WALLISVILLE ROAD
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SO.CAL. GAS CO.
P.O. BOX C
MONTEREY PARK, CA 91756

SO.CAL. GAS CO.
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MONTEREY PARK, CA 91756-5111

SOUR LAKE CONTRACTING, INC
P.O. BOX 2027
SOUR LAKE, TX 77659-2027

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13833 WELLINGTON TRACE E-4
#124
WELLINGTON, FL 33414

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ROSEMEAD, CA 91772-0001

SOUTHERN CALIFORNIA EDISON
P.O. BOX 600
ROSEMEAD, CA 91171-0001

SOUTHERN CALIFORNIA EDISON
P.O. BOX 600
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SOUTHERN CALIFORNIA GAS COMPANY
SUNDRY BILLING
P.O. BOX 2007
MONTEREY PARK, CA 91754-0957

SOUTHERN SEIRRA GENERAL ENGINEERING
P.O. BOX 1113
TAFT, CA 93268

SOUTHERN SIERRA GENERAL
ENGINEERING, INC.
P.O. BOX 1113
877 OLEANDER ROAD
TAFT, CA 93268

SOUTHERN SIERRA INC
P.O. BOX 1113
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SOUTHLAND SOD FARMS OPERATIONS, INC.
P.O. BOX 579
2599 E HUENEME RD
PORT HUENEME, CA 93044-0579

SOUTHSIDE SKATEPARK
510 IOWA ST
SOUTH HOUSTON, TX 77587

SPARIFIC CLEANING SERVICE
P.O. BOX 586
SAN LUIS OBISPO, CA 93401

SPEC SERVICES, INC.
10540 TALBERT AVENUE
#100 EAST
FOUNTAIN VALLEY, CA 92708

SPECIALTY CRANE & HOISTING CORP
ONE SOUTH FAIRVIEW AVE
GOLETA, CA 93117

SPEEDER INSTRUMENTS INC
WIN-911 SOFTWARE
4020 S INDUSTRIAL DR, #120
AUSTIN, TX 78744

SPEED'S OIL TOOL SERVICE INC
ATTN: CHERYL WETTA
1573 E. BETTERAVIA ROAD
SANTA MARIA, CA 93456

SPEED'S OIL TOOL SERVICE INC
P.O. BOX 276
SANTA MARIA, CA 93456-0276

SPINDLETOP EXPLORATION CO INC
P.O. BOX 25163
DALLAS, TX 75225-5163

SPINDLETOP EXPLORATION CO INC
P.O. BOX 678548
DALLAS, TX 75267-8548

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BECK GROUP
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DEPT DAL
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3020 OLD RANCH PARKWAY STE 300
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STAR POWER GENERATORS LLC
315 MEIGS ROAD A406
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SACRAMENTO, CA 94279-0001

STATE COMPENSATION INSR FUND
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SAN FRANCISCO, CA 94120-7441

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COMPTROLLER OF PUBLIC ACCOUNTS
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SACRAMENTO, CA 95814

STATE OF TEXAS ATT'Y GENERAL OFFICE
ATTN: ATTORNEY GENERAL
AUSTIN, TX 78711-2548

STATE OF TEXAS, COMPTROLLER'S OFFICE
TEXAS COMPTROLLER OF PUBLIC
ACCOUNTS
AUSTIN, TX 78711-3528

STATE TREASURER OF CALIFORNIA
ATTN: CENTRALIZED TREASURY &
SECURITIES
MGMT, ATTN: BILL WINKLER
P.O. BOX 942809
SACRAMENTO, CA 94209-0001

STEAM TESTING SOLUTIONS, INC.
4700 DISTRICT BLVD
BAKERSFIELD, CA 93313

STEINHAUSER'S
C/O SEALY OIL MILL & FEED CO
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SEALY, TX 77474-1048

STEPHANIE SCHWETZ
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ARROYO GRANDE, CA 93421

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STERLING SANDERS CLARK
1763 PORT O' CALL
GALVESTON, TX 77854

STEVE HORNER
6898 WILLOW GROVE DRIVE
GOLETA, CA 93117

STEVE NUTTALL TRUCKING INC
692 CAMINO CAMPANA
SANTA BARBARA, CA 93111

STEVE WILLIAM LEE
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SCHULENBURG, TX 78956-6009

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STRATA GRAPHIC CORPORATION
GEOLOGIC WELL LOGGING
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325 BIC DR
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VENTURA, CA 93001

SUMMER CONSTRUCTION INC
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SANTA PAULA, CA 93061-0030

SUMMERLAND WINERY
4187 CARPINTERIA AVE STE #1
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SUMMIT INTEGRATION SYSTEMS
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SUMNER HANSEN
3250 MARTINGALE DR.
RANCHO PALOS VERDES, CA 90275

SUN COAST RENTALS EQUIPMENT
& SALES
4745 CARPINTERIA AVENUE
CARPINTERIA, CA 93013

SUN WEST TRUST
C/O: SCOTT COMO
18201 N. 53RD STREET
SCOTTSDALE, AZ 85254

SUNBELT RENTALS, INC.
P.O. BOX 409211
ATLANTA, GA 30384-9211

SUNSHINE METAL CLAD, INC
7201 EDISON HWY
BAKERSFIELD, CA 93307

SUPERIOR TANK COMPANY
19436 COLOMBO STREET
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SUSAN JAPHET SCOTTY
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3511 GETTY STREET
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SWRCB
STORM WATER SECTION
1001 I STREET - 15TH FLOOR
SACRAMENTO, CA 95814

SYSTEMATIX COMPANY
6902 ARAGON CIRCLE
BUENA PARK, CA 90620

T & T TRUCK & CRANE SERVICE, INC.
P.O. BOX 1748
VENTURA, CA 93002-1748

T J CROSS ENGINEERS, INC.
200 NEW STINE ROAD
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TAFT ELECTRIC COMPANY
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TAYLOR DRILLING AND PUMP
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TAYLOR MOTOR SPORTS
11909 SNOWBERRY LN
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TEC ENERGY LLC
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TERRY WITHERSPOON
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6711 S MALLARD
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C/O CHEVRON U.S.A., INC.
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TEXAS COMMISSION ON
ENVIRONMENTAL QUALITY
AUSTIN, TX 78753

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ACCOUNTS
LYNDON B JOHNSON STATE OFFICE
BUILDING
111 EAST 17TH STREET
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TEXAS COMPTROLLER OF PUBLIC
ACCOUNTS
UNCLAIMED PROPERTY DIVISION
AUSTIN, TX 78711-2019

TEXAS COMPTROLLER OF PUBLIC
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UNCLAIMED PROPERTY DIVISION
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TEXAS GATHERING COMPANY, LLC
9830 COLONNADE BLVD
SUITE 300
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TEXAS RAILROAD COMMISSION
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TEXAS SOIL AND WATER CONSERVATION
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4311 SOUTH 31ST STREET SUITE 125
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TEXAS WORKFORCE COMMISSION
101 EAST 15TH STREET
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TEXLA ENERGY MANAGEMENT INC
1100 LOUISIANA STE 4700
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TGS STALL SERVICES INC
19987 SMITH ROAD
CONNEAUTVILLE, PA 16406

THE COUNCIL ON ALCOHOL & DRUGS
LAUREN KING
303 JACKSON HILL
HOUSTON, TX 77007

THE DUNES CENTER
1065 GUADALUPE STREET
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THE ESTATE OF CONSTANCE FISH
1570 LOMBARDY ROAD
PASADENA, CA 91106

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811 RUSK AVENUE STE 700
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THE HOUSTON CLUB
MEMBER 7235-0
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THE HOUSTON ASSOCIATES
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MANAGEMENT OFFICE
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TOM REED
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1431 S. BROADWY
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THE SPRINGS
GSF SPRINGS I INV., L.P.
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12805 LANAI AVE
BAKERSFIELD, CA 93312

THE VILLAGE GARDENER
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SANTA BARBARA, CA 93140-0128

THETA OILFIELD SERVICES, INC.
JP MORGAN CHASE BANK
P.O. BOX 731948
DALLAS, TX 75373-0187

THOMPCO, INC
ATTN: DEBBIE MYERS
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DEPT 2639
P.O. BOX 122639
DALLAS, TX 75312-2639

TIGER CASED HOLE SERVICES, INC
P.O. BOX 1649
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14811 WINDFERN FOREST DR.
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TIM'S WIRELINE SERVICE LTD
155 FLOWERS LANE
KOUNTZE, TX 77625

TIP'S POOL SERVICE & REPAIRINC
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VENTURA, CA 93006

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200 NEW STINE ROAD
SUITE 270
BAKERSFIELD, CA 93309

TL JONES
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TONY MARTINEZ SR
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TOOMEY, JODY L
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TORTILLERIA MEXICO
1537 S BROADWAY
SUITE B
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TOSHIBA FINANCIAL SERVICES
1310 MADRID STREET, SUITE 101
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PLANO, TX 75026-1878

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BOERNE, TX 78006

TREND COMMUNICATIONS LLC
P.O. BOX 747
BROUSSARD, LA 70518

TRUCK INDUSTRIES, INC.
DBA PRO TINT
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LOMPOC, CA 93436

TRICO FISHING & GENERAL
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LIBERTY, TX 77575-1970

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TRINI PAYAN
19418 HILLSIDE SPRINGS
HOUSTON, TX 77084

TRINITY TUBING TESTERS INC
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LIBERTY, TX 77575

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SPRING, TX 77379

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MALIBU, CA 90265

TRUDI REYNOLDS, LIFE TENANT
6208 DELAPLANE ROAD
MALIBU, CA 90265

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SHAFTER, CA 93263

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TUBULAR INSPECTION CO., INC
P.O. BOX 22284
BAKERSFIELD, CA 93390

TURKEY TROT/MIDWAY ALABAMA L.P.
8235 DOUGLAS AVE., STE. 1050
DALLAS, TX 75225

TURK'S KERN COPY, INC
ATTN: LEGAL DEPT
1701 18TH STREET
BAKERSFIELD, CA 93301

TW TELECOM
10475 PARK MEADOWS DRIVE
LITTLETON, CO 80124

TW TELECOM
P.O. BOX 172567
DENVER, CO 80217-2567

TWIN CITY FIRE INSURANCE COMPANY
1 HARTFORD PLAZA
HARTFORD, CT 06115-1707

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950 PENNSYLVANIA AVENUE, NW
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U.S. DEPARTMENT OF JUSTICE
ATTORNEY GENERAL
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WASHINGTON, DC 20530-0001

U.S. DEPARTMENT OF LABOR
OCCUPATIONAL
SAFETY AND HEALTH ADMINISTRATION
(OSHA)
200 CONSTITUTION AVENUE, N.W.
WASHINGTON, DC 20210

U.S. DEPARTMENT OF LABOR
OCCUPATIONAL
SAFETY AND HEALTH ADMINISTRATION
(OSHA)
525 GRIFFIN STREET, ROOM 602
DALLAS, TX 75202

U.S. DEPARTMENT OF LABOR
OCCUPATIONAL
SAFETY AND HEALTH ADMINISTRATION
(OSHA)
90 7TH STREET, SUITE 18100
SAN FRANCISCO, CA 94103

U.S. ENVIRONMENTAL PROTECTION AGENCY
FOUNTAIN PLACE 12TH FLOOR
SUITE 1200, 1445 ROSS AVENUE
DALLAS, TX 75202-2733

U.S. ENVIRONMENTAL PROTECTION AGENCY
HEADQUARTERS
ARIEL RIOS BUILDING
1200 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, DC 20460

U.S. EQUAL EMPLOYMENT OPPORTUNITY
COMMISSION
131 M STREET, NE
WASHINGTON, DC 20507

UHY ADVISORS FLVS INC
P.O. BOX 654001
DALLAS, TX 75265-4001

ULTRAANALOG CORPORATION
PHONG J. DO
P.O. BOX 1227
BUELLTON, CA 93427

UNDERGROUND SERVICE ALERT
OF SOUTHERN CALIFORNIA
P.O. BOX 77070
CORONA, CA 92877-0102

UNION BANK, NA
ATTN: BRENDA MCWHORTER
2340 SOUTH BROADWAY
SANTA MARIA, CA 93454

UNION OIL COMPANY OF CALIFORNIA
1400 SMITH STREET
HOUSTON, TX 77002

UNITED RENTALS
FILE 51122
LOS ANGELES, CA 90074-1122

UNITED STATES TREASURY
1500 PENNSYLVANIA AVENUE NW
WASHINGTON, DC 20220

UNITED STATES TREASURY
OFFICE OF THE TREASURER
WASHINGTON, DC 20220

UNITED TUBING TESTERS LLC
P.O. BOX 713
WINNIE, TX 77665-0713

UNITED VAN LINES, LLC
22304 NETWORK PLACE
CHICAGO, IL 60673-1223

UNITED WAY OF SANTA BARBARA
320 E GUTIERREZ STREET
SANTA BARBARA, CA 93101

UNITEDHEALTHCARE BENEFIT SERVICES
301 N HURSTBOURNE PARKWAY
SUITE 150
LOUISVILLE, KY 40222

URBAN PLANNING CONCEPTS
ATTN: LEGAL DEPT
2624 AIRPARK DR
SANTA MARIA, CA 93455

US ATTORNEY'S OFFICE - EASTERN
DISTRICT
350 MAGNOLIA ST, STE 150
BEAUMONT, TX 77701-2237

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US SPECIALTY INSURANCE COMPANY
13403 NORTHWEST FREEWAY
HOUSTON, TX 77049-6094

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P.O. BOX 61187
VIRGINIA BEACH, VA 23466

VALLEY INDUSTRIAL X-RAY
APPLUS RTD-VIXR LOCKBOX
6201 KNUDSEN DRIVE
BAKERSFIELD, CA 93308

VALLEY OAKS INVESTMENT, L.P.
& NICHOLAS HARDIN HRDY
21440 ROAD 87
WINTERS, CA 95694

VALLEY VALVE, INC.
2310 SHORT STREET
BAKERSFIELD, CA 93307

VAN AIR, INC.
2950 MECHANIC STREET
LAKE CITY, PA 16423

VARNEY, RAMONA A
ADDRESS REDACTED

VELASCO, CODY D
ADDRESS REDACTED

VELASQUEZ, VINCENT
ADDRESS REDACTED

VENOCO INC
ATTN: GENERAL COUNSEL
370 17TH STREET
SUITE 3900
DENVER, CO 80202

VENTURA VALVE SERVICE INC
ATTN: BOB COUGHRAN
10964 TREESIDE LANE
ESCONDIDO, CA 92026

VERA FUSSELL ELDER
P.O. BOX 74
SPRING, TX 77383

VERIZON COMMUNICATIONS
P.O. BOX 920041
DALLAS, TX 75392-0041

VERIZON WIRELESS
140 WEST STREET
NEW YORK, NY 10007

VERIZON WIRELESS
P.O. BOX 660108
DALLAS, TX 75266-0106

VERIZON WIRELESS
P.O. BOX 660108
DALLAS, TX 75266-0108

VERIZON WIRELESS
P.O. BOX 660108
DALLAS, TX 75299-0108

VERLA MAE DUTRA, TRUSTEE
V MAE DUTRA FAM TRST-BY PASS T
5130 FOXEN CANYON ROAD
SANTA MARIA, CA 93454

VERLA MAE DUTRA, TRUSTEE
VERLA MAE DUTRA FAMILY TRUST
SURVIVOR TRUST
5130 FOXEN CANYON ROAD
SANTA MARIA, CA 93454

VERONICA CECILIA FERNANDEZ
5815 SW 5TH STREET
MIAMI, FL 33144

VICTORIA S. JONES
9040 SW 125TH AVE. #D303
MIAMI, FL 33186-7105

VIKING EXPLORATION LLC
6475 W KINGSLEY AVENUE
LITTLETON, CO 80128

VIKING EXPLORATION LLC
6475 W. KINGSLEY AVE.
LITTLETON, CO 80128

VINCE LOPEZ & SONS
200 E FESLER ST
SUITE 203
SANTA MARIA, CA 93454

VINCE LOPEZ JR & SONS
P.O. BOX 488
SANTA MARIA, CA 93456

VINSON & ELKINS LLP
P.O. BOX 301019
DALLAS, TX 75303-1019

VOLT MANAGEMENT CORP
ATTN: PAULA BOERNER
FILE #53102
LOS ANGELES, CA 90074-3102

WADE HAMPTON CAWLEY
5206 COMMANDER CT
ARLINGTON, TX 76017

WADE HAMPTON CAWLEY INVESTMENT
TRUST
C/O: DOUGLAS & DANNA CAWLEY,
TRUSTEES
5206 COMMANDER COURT
ARLINGTON, TX 76017

WAGNER, JAMES T
ADDRESS REDACTED

WAGNER'S FISHING & OILFIELD
SERVICES & SUPPLY INC
P.O. BOX 90253
HOUSTON, TX 77290-0253

WALKER, BETTY J
ADDRESS REDACTED

WALPOLE & CO LLP
70 SANTA FELICIA DRIVE
GOLETA, CA 93117

WATERSHED ENVIRONMENTAL INC
3324 STATE STREET STE B
SANTA BARBARA, CA 93105

WAYNES TIRE INC
302 W BETTERAVIA
SANTA MARIA, CA 93455

WCT
P.O. BOX 4563
PALM DESERT, CA 92261-4563

WEATHERFORD US, LP
P.O. BOX 301003
DALLAS, TX 75303-1003

WELL ANALYSIS CORPORATION
P.O. BOX 20008
BAKERSFIELD, CA 93390-0008

WELLS FARGO BANK
ATTN: SMURR TRUST
P.O. BOX 63700
SAN FRANCISCO, CA 94163-3700

WESLEY CARRILLO
P.O. BOX 1566
LOXAHATCHEE, FL 33470-1566

WEST COAST CASING, LLC
5412 STANDARD STREET
BAKERSFIELD, CA 93308

WEST COAST INDUSTRIAL SUPPLY
2895 INDUSTRIAL PARKWAY
SANTA MARIA, CA 93455

WEST COAST MUSIC SERVICES
9595 WILSHIRE BLVD STE 301
BEVERLY HILLS, CA 90212

WEST COAST PIPE INSPECTION INC
5900 EAST LERDO HIGHWAY
SHAFTER, CA 93263

WEST COAST WELDING & CONSTR. INC.
ATTN: KASSANDRA ARAMBUOA
2201 CELSIUS AVE. STE. B
OXNARD, CA 93030-5183

WEST COAST WELDING & CONSTR. INC.
ATTN: MIKE BARBEY
P.O. BOX 1915
VENTURA, CA 93002

WEST COVINA NURSERIES
P.O. BOX 8046
LA VERNE, CA 91750-8046

WEST, ELSBERRY, LONGENBACH &
ZICKERMAN,
PLLC
310 S. WILLIAMS BLVD., #250
TUCSON, AZ 85711

WESTERN PROGRAM SERVICE
2326 MEREDITH LANE
SANTA MARIA, CA 93455

WESTSTAR
5760 E. LERDO HWY
SHAFTER, CA 93263-4021

WHITE & CASE
1155 AVENUE OF THE AMERICAS
NEW YORK, NY 10036-2787

WHITE & ROSEMAN
ATTORNEY CLIENT TRUST ACCT
1201 DOVE STREET, SUITE 480
NEWPORT BEACH, CA 92660

WICKENDEN COMPANY
7203 FOXEN CANYON RD.
SANTA MARIA, CA 93454

WICKENDEN COMPANY
7203 FOXEN CANYON ROAD
SANTA MARIA, CA 93454

WILDA M.GRAY DECL OF TRST, JULY 27, 1982
GARY D. GRAY, TRUSTEE
P.O. BOX 25453
ANAHEIM, CA 92825

WILLIAM A. LOGAN, IV
P.O. BOX 192
TRINITY ST.
BURTON, TX 77835

WILLIAM BRISCOE CYRUS
171 YOUNG RANCH RD.
GEORGETOWN, TX 78633-4313

WILLIAM H. SCHWARTZ, JR.
502 WAXWING CIR.
SAN ANTONIO, TX 78239

WILLIAM J. GRANBERRY 2005 TRUST
WILLIAM J. GRANBERRY, TRUSTEE
615 N. UPPER BROADWAY ST., #1820
CORPUS CHRISTI, TX 78401-0775

WILLIAM R. HAYNES, III
14010 N. STATE HWY. 95
FLATONIA, TX 78941

WILLIAM ROBERT JACKSON
8912 FM 2354
BAYTOWN, TX 77523

WILLIAM W. BLAND, III
103 DANUBINA ST.
BAYTOWN, TX 77520

WILLIAM W. POWELL TRUST
P.O. BOX 1927
ONALASKA, TX 77360-1927

WILLIAMS HOLDING COMPANY
1801 CENTURY PARK EAST
SUITE 2400
LOS ANGELES, CA 90067

WINFIELD SOLUTIONS LLC
P.O. BOX 847278
DALLAS, TX 75284-7278

WINNIFRED BENDER ESTATE
LUTHER MATTHEWS VAUGHAN JR., TR.
2211 DUNRAVEN LANE
HOUSTON, TX 77019

WOLFEPAK INC
2901 S FIRST STREET
ABILENE, TX 79605-1813

WOOD, SCOTTY Y
ADDRESS REDACTED

WOODARD, ALETHA J
ADDRESS REDACTED

WRANGLER WIRELINE INC
P.O. BOX 218
SOUR LAKE, TX 77659

WRBD II LLP
ATTN: GENERAL COUNSEL
1600 NORRIS ROAD
BAKERSFIELD, CA 93308

WRIGHT SANDERS WALDEN
492 N.E. 55TH STREET
MIAMI, FL 33137

WYLIE WELL SERVICE
P.O. BOX 22412
HOUSTON, TX 77227-2412

WYOMING TREASURERS OFFICE
WYOMING UNCLAIMED PROPERTY
2515 WARREN AVENUE, SUITE 502
CHEYENNE, WY 82002

XEROX CORPORATION
P.O. BOX 660501
DALLAS, TX 75266-0501

XEROX CORPORATION
P.O. BOX 802555
CHICAGO, IL 60680-2555

XPRESS BUSINESS PRODUCTS INC
P.O. BOX 430906
HOUSTON, TX 77243-0906

ZALCO LABORATORIES INC
4309 ARMOUR AVENUE
BAKERSFIELD, CA 93308-4573

ZARIC COMPANIES
DBA SUMMERLAND WINERY
4187 CARPINTERIA AVENUE, SUITE 1
CARPINTERIA, CA 93013

ZIMMERMAN ALEXANDER
STERN & WISE PC
3040 POST OAK BLVD, SUITE 1300
HOUSTON, TX 77056-6560

ZUKOWSKI BRESENHAN
SINEX & PETRY LLP
1177 WEST LOOP SOUTH SUITE 1100
HOUSTON, TX 77027

Total: 1504

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Date: April 30, 2015

Signature: _____



R. Kelly Plato
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
ERG Intermediate Holdings, LLC,	§	Joint Administration Pending
	§	
Debtor.	§	Case No.:

LIST OF EQUITY HOLDERS

Following is the list of debtor ERG Intermediate Holdings, LLC's equity holders. This list has been prepared in accordance with Fed. R. Bank. P. 1007(a)(3) for filing in this chapter 11 case.

CTS Properties, Ltd.
333 Clay Street, Suite 4400
Houston, Texas 77002
(75%)

ERG Operating, LLP
333 Clay Street, Suite 4400
Houston, Texas 77002
(25%)

DECLARATION REGARDING LIST OF EQUITY HOLDERS

I, R. Kelly Plato, the Chief Financial Officer of the above-captioned debtor, declare under penalty of perjury that I have reviewed the foregoing "List of Equity Holders" and that it is true and correct to the best of my knowledge, information and belief.

Date: April 30, 2015

Signature: _____

R. Kelly Plato
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
ERG Intermediate Holdings, LLC,	§	Joint Administration Pending
	§	
Debtor.	§	Case No.:

STATEMENT OF CORPORATE OWNERSHIP

Following is the list of entities that own ten percent or more of debtor ERG Intermediate Holdings, LLC's equity interests. This list has been prepared in accordance with Fed. R. Bank. P. 1007(a)(1) and Fed. R. Bankr. P. 7007.1 for filing in this chapter 11 case.

- CTS Properties, Ltd.
- ERG Operating, LLP

DECLARATION REGARDING CORPORATE OWNERSHIP STATEMENT

I, R. Kelly Plato, the Chief Financial Officer of the above-captioned debtor, declare under penalty of perjury that I have reviewed the foregoing "Corporate Ownership Statement" and that it is true and correct to the best of my knowledge, information and belief.

Date: April 30, 2015

Signature: _____


R. Kelly Plato
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§ Chapter 11
	§
ERG Intermediate Holdings, LLC,	§ Joint Administration Pending
	§
Debtor.	§ Case No.:

**DECLARATION FOR ELECTRONIC FILING OF
BANKRUPTCY PETITION AND MASTER MAILING LIST (MATRIX)**

PART I – DECLARATION OF PETITIONER

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the Chapter of Title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition and in the lists of creditors to be filed electronically in this case and I hereby declare under penalty of perjury that the information provided therein, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition and lists of creditors have been filed electronically.

[Check only if Chapter 7 individual debtor(s) whose debts are primarily consumer debts]

- ☐ I am an individual whose debts are primarily consumer debts and who has chosen to file under Chapter 7. I am aware that I may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, understand the relief available under each Chapter, and choose to proceed under Chapter 7.

[Check only if debtor is a corporation, partnership or limited liability company]

- ☒ I hereby further declare under penalty of perjury that I have been authorized to file the petition, lists, statements and schedules on behalf of the debtor in this case.

Date: April 30, 2015

Signature: _____

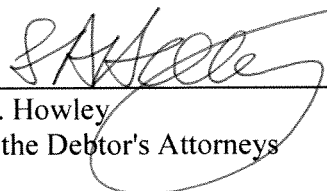
R. Kelly Plato
Chief Financial Officer

PART II – DECLARATION OF ATTORNEY

I declare *under penalty of perjury* that (1) I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor(s), if an individual with primarily consumer debts, that he or she may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, and have explained the relief available under each such chapter.

Date: April 30, 2015

Signature: _____


Tom A. Howley
One of the Debtor's Attorneys